

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE MBNA CORPORATION
DERIVATIVE AND CLASS LITIGATION

Lead Case No. 1:05-cv-00327-GMS

This Document Relates To:

ALL ACTIONS

AFFIDAVIT OF RICHARD PEPPERMAN, II

STATE OF DELAWARE)
 : ss.
COUNTY OF NEW CASTLE)

RICHARD C. PEPPERMAN, II, being duly sworn, deposes and says:

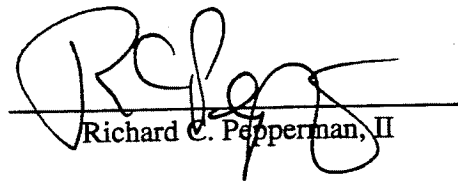
1. I am a member of the Bar of the State of New York and of Sullivan & Cromwell LLP, counsel for certain defendants in this action. I submit this affidavit to provide the Court with materials cited in the Opening Brief of Nominal Defendants MBNA Corporation and Bank of America Corporation, the MBNA "Insider Defendants" and Defendants Randolph D. Lerner and Kenneth L. Lewis in Support of Their Motion to Dismiss.

2. Attached hereto as Exhibit A is a true and correct copy of an April 21, 2005 Press Release issued by MBNA Corporation.

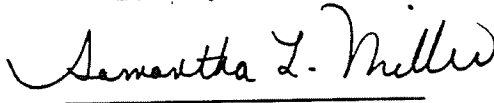
3. Attached hereto as Exhibit B is a document setting out the closing price of MBNA Corporation common stock for each trading day in 2005 and obtained from Bloomberg.

4. Attached hereto as Exhibit C is a true and correct copy of the proxy statement issued by MBNA Corporation and filed with the Securities and Exchange Commission on September 19, 2005.

5. Attached hereto as Exhibit D is a true and correct copy of the Charter of MBNA Corporation, as attached to MBNA Corporation's 10-Q filed with the Securities and Exchange Commission on May 15, 1998.


Richard C. Pepperman, II

Sworn to before me
on this 20th day of January, 2006



Notary Public

SAMANTHA L. MILLER
Notary Public, State of New York
No. 01M0071187
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 11, 2008

CERTIFICATE OF SERVICE

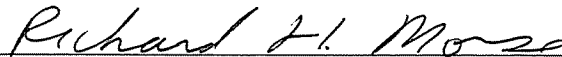
I, Richard H. Morse, hereby certify that on January 20, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of Court using CM/ECF which will send notification that such filing is available for viewing and downloading to the following counsel of record:

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I further certify that on January 20, 2006, I also caused copies of the foregoing document to be served by hand on the above-listed counsel of record

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